

BROWN RUDNICK LLP

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*Counsel to Wells Fargo Bank, N.A.,
solely in its capacities as successor
Administrative Agent and Collateral Agent,
and an Ad Hoc Consortium of Third Lien Lenders*

**UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT COURT OF NEW YORK**

In re:

CHARTER COMMUNICATIONS, INC.,

et al.,

Debtors.

)
)
) Chapter 11

)
) Case No. 09-11435 (JMP)

)
) Jointly Administered
)
)

**VERIFIED STATEMENT OF BROWN RUDNICK LLP
PURSUANT TO FED. R. BANKR. P. 2019(a)**

Brown Rudnick LLP (“Brown Rudnick”) hereby submits this verified statement
 (“Verified Statement”) pursuant to Fed. R. Bankr. P. 2019(a), and states as follows:

1. Brown Rudnick is a law firm that maintains offices at, among other locations, Seven Times Square, New York, New York 10036 and One Financial Center, Boston, Massachusetts 02111.

2. Brown Rudnick appears in the above-captioned cases (the “Cases”) on behalf of Wells Fargo Bank, N.A., solely in its capacities as (i) successor Administrative Agent under that certain Credit Agreement, dated as of March 6, 2007 by and among CCO Holdings, LLC, as Borrower, Bank of America, N.A., as original Administrative Agent, the Lenders party thereto (the “Lenders”), and the other parties thereto (as amended, the “Third Lien Credit Agreement”), and (ii) successor Collateral Agent under that certain Pledge Agreement, dated as of March 6, 2007 by and among CCO Holdings, LLC, as Grantor, and Bank of America, N.A., as original Collateral Agent (Wells Fargo Bank, N.A., in the foregoing capacities, collectively, the “Third Lien Agent”). The Third Lien Agent’s address is as follows: Wells Fargo Bank, N.A. - Corporate Trust, 625 Marquette Avenue, MAC N9311-110, Minneapolis, MN 55479, Attn: Kim Ngan T. Nguyen, Asst. Vice President.

3. Brown Rudnick also appears in the Cases on behalf of an *ad hoc* consortium of certain Lenders under the Third Lien Credit Agreement (the “Third Lien Consortium”), whose members consist of the entities whose names and addresses are set forth on Exhibit A attached hereto.

4. As of the date hereof, Wells Fargo Bank, N.A. does not hold any of the Loans under the Third Lien Credit Agreement, but holds claims against the Debtors for fees, expenses and liabilities incurred as Third Lien Agent. In addition, as of the date hereof, certain affiliates of Wells Fargo Bank, N.A. collectively hold \$9,750,000 of the Loans under the Third Lien Credit Agreement.

5. As of the date hereof, the members of the Third Lien Consortium hold, or manage funds or accounts that hold, in the aggregate \$98,084,250 – or 28% – of the Loans under the Third Lien Credit Agreement.

6. The Third Lien Consortium initially retained Brown Rudnick as counsel on or about January 13, 2009. The Third Lien Agent retained Brown Rudnick as counsel on or about February 23, 2009. Brown Rudnick holds no claims against or interests in the above-captioned Debtors.

7. Under the Third Lien Credit Agreement, CCO Holdings, LLC, a Debtor in the Cases, has agreed to reimburse the Third Lien Agent and Lenders (including the members of the Third Lien Consortium) for certain fees and expenses, as more specifically set forth therein. Such reimbursements, together with any necessary direct payments from the Third Lien Agent or any Lenders, are expected to compensate Brown Rudnick for its representation of the Third Lien Agent and the Third Lien Consortium in the Cases.

8. The undersigned hereby verifies that this Verified Statement is true and accurate, to the best of the undersigned's knowledge and belief.

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9. Brown Rudnick reserves the right to revise and supplement this Verified Statement.

Dated: April 1, 2009
New York, New York

BROWN RUDNICK LLP

/s/ Edward S. Weisfelner
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EXHIBIT A

**MEMBERS OF *AD HOC* CONSORTIUM
OF THIRD LIEN LENDERS**

| | |
|----|---|
| 1. | APG ASSET MANAGEMENT 666 Third Avenue, 2nd Floor New York, NY 10017 |
| 2. | CASPIAN CAPITAL MANAGEMENT 745 Fifth Avenue, 28th Floor New York, NY 10151-2899 |
| 3. | KING STREET CAPITAL MANAGEMENT, L.P. 65 East 55th Street 30th Floor New York, NY 10022 |
| 4. | LATIGO PARTNERS, L.P. 590 Madison Avenue, 9th Fl. New York, NY 10022 |
| 5. | SCOGGIN CAPITAL MANAGEMENT L.P. 660 Madison Avenue New York, NY 10021-8405 |